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Name of Offering ( check if this is an amount of the second of the secon

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

## FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
ORM LIMITED OFFERING EXEMPT

OMB APPR	OVAL	
OMB Number: Expires:	3235-0076	
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185 SECTION 4(6), AND/OR	1 2 2 2 2 3 1
UNIFORM LIMITED OFFERING EXI	EMPTION
Name of Offering ( check if this is an amendment and name has changed, and indicate change.)	)
INSIGNIS, INC SERIES C PREFERRED STOCK	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Section Type of Filing: New Filing Amendment	1 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer	
Name of Issuer ( check if this is an amendment and name has changed, and indicate change.) INSIGNIS, INC.	
Address of Executive Offices (Number and Street, City, State, Zip Co.	de) Telephone Number (Including Area Code)
1 NORTH LASALLE STREET, SUITE 825, CHICAGO, ILLINOIS 60602	(312) 368-3630
Address of Principal Business Operations (Number and Street, City, State, Zip Co (if different from Executive Offices)	Ode) Telephone Number (Including Area Code)
Brief Description of Business	· · · · · · · · · · · · · · · · · · ·
PENSION INDUSTRY DATA AGGREGATION AND REPORTING SERVICES	PROCESS
Type of Business Organization	
✓ corporation	her (please specify): APR 1 3 201
	THOMAS
Month Year	FINANSUR
Actual or Estimated Date of Incorporation or Organization: O O O O O O O Actual Using Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for	Estimated FINANCIAL
CN for Canada; FN for other foreign jurisdiction)	DE
OPWED A I INCREMICATIONS	- · · · · · · · · · · · · · · · · · · ·

#### GENERAL INSTRUCTIONS

#### Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

#### State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

### - ATTENTION -

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predictated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are root required to respond unless the form displays a currently valid OMB control number.

of 9

SEC 1972 (6-02)

	A Section 19	1 164	A. BASIC ID	ENTIFICATION DATA	201447	nings pro-	
2.	Enter the information	n requested for the f	ollowing:				
	• Each promoter	of the issuer, if the i	ssuer has been organized v	within the past five years;			
	Each beneficial	owner having the po	wer to vote or dispose, or d	irect the vote or disposition	of, 10% or more of	fa class of equity s	ecurities of the issuer.
	• Each executive	officer and director	of corporate issuers and of	corporate general and ma	naging partners of	partnership issuer	s; and
	Each general ar	d managing partner	of partnership issuers.				
<u></u>	de Danskan Arrak			[7] F .: OF			
Chec	k Box(es) that Apply	: Promoter	Beneficial Owner	Executive Officer	Director	General and Managing	
Full	Name (Last name firs	t, if individual)					
DIE	TZ, PETER						
		·	1 Street, City, State, Zip C E 825, CHICAGO, I				
Chec	k Box(es) that Apply	Promoter	Z Beneficial Owner	Executive Officer	Director	General and Managing	
Full	Name (Last name fire	st, if individual)					
SU	LLIVAN, HAROL	D, W., JR.					
	· · · · · · · · · · · · · · · · · · ·		1 Street, City, State, Zip C	ode)			<del></del> _
1 NC	ORTH LASALLE	STREET, SUIT	E 825, CHICAGO, IL	LINOIS 60602			
	k Box(es) that Apply		Beneficial Owner	Executive Officer	Director	General and	
	Name (Last name firs BB, ROBERT	et, if individual)		****			
Busi	ness or Residence Ad	dress (Number and	Street, City, State, Zip C	ode)	*		
1 N	ORTH LASALLE	STREET, SUIT	E 825, CHICAGO, IL	LINOIS 60602			
Chec	k Box(es) that Apply	: Promoter	Beneficial Owner	Executive Officer	Director	General and Managing	
Full 1	Name (Last name firs	st, if individual)	****		· ·	<del> </del>	
CAR	DINAL GROWTH,	LP					
Busia	ness or Residence Ad	dress (Number and	Street, City, State, Zip C	ode)		-	· · · · · · · · · · · · · · · · · · ·
311	S. WACKER DI	RIVE, SUITE 55	00, CHICAGO, ILLIN	IOIS 60606			
Chec	k Box(es) that Apply	: Promoter	Beneficial Owner	Executive Officer	Director	General and Managing	
	Name (Last name firs RZANO, JAMES	,				***	
Busii	ness or Residence Ad	dress (Number and	Street, City, State, Zip C	ode)			
1 N	ORTH LASALLE	STREET, SUIT	'E 825, CHICAGO, II	LLINOIS 60602			
Chec	k Box(es) that Apply	: Promoter	Beneficial Owner	Executive Officer	Director	General and Managing	
Full 1	Name (Last name firs	t, if individual)					<del></del>
WE	ISSBUTH, ELLI	OT, S.					
			I Street, City, State, Zip C FE 825, CHICAGO, I	•			
Chec	k Box(es) that Apply	: Promoter	Beneficial Owner	Executive Officer	Director	General and Managing	
Full	Name (Last name firs	t, if individual)				<del></del>	
	RALL ENTERPR						
Busin	ness or Residence Ad	dress (Number and	Street, City, State, Zip C	ode)			
			3020, CHICAGO, IL				

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

		B. INFORMATION ABOUT OFFERING											
							Yes	No					
1.	,							×					
2.	Answer also in Appendix, Column 2, if filing under ULOE.  2. What is the minimum investment that will be accepted from any individual?						s 53.	57					
۷.	W Hat 15	the minin	um mvesm	iciit tiiat w	in be acce	pteu iroin a	any marvio	uai:		***************************************	***************************************	→ Yes	No
3.	Does the	e offering p	permit join	t ownershi	p of a sing	le unit?			***************************************			R	
4.											irectly, any he offering.		
	If a pers	on to be list	ted is an ass	sociated pe	rson or age	nt of a brok	ker or deale	r registered	l with the S	EC and/or	with a state		
			me of the b you may se							ciated pers	ons of such		
Ful			first, if indi						·				<del> </del>
Bus	siness or l	Residence .	Address (N	lumber and	l Street, Ci	ity, State, 2	Zip Code)						
Nar	ne of Ass	ociated Br	oker or Dea	aler									
Stat	tes in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers					_	
	(Check	"All States	" or check	individual	States)	••••			***************************************	****************		All States	
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID
	IL	[IN]	ĪA	KS	KŸ	LA	ME	MD	MA	MI	MN	MS	MO
	(MT)	NE SC	NV]	NH	NJ	NM]	NY NT	NC	ND	OH	OK]	OR	PA I
	RI	(SC)	SD	TN	TX	UT]	VT	[VA]	WA]	ŴŸ	WI	WY	PR
Ful	l Name (I	ast name i	first, if indi	ividual)			- ·						
Rus	iness or	Residence	Address (N	Number an	d Street C	ity State	7in Code)						
50.			71001000 (1	vanioer un	u 51.001, C	ity, blate, i	2.p 00 <b>00</b> )						
Nar	ne of Ass	ociated Br	oker or Dea	aler		-							
Stat	es in Wh	ich Person	Listed Has	Solicited	or Intends	to Solicit	Purchasers						
.,		•	" or check									□ A1	l States
	AL IL	AK IN	IAZ]	KS KS	CA KY	CO LA	CT ME	DE MD	DC MA	FL MI	GA MN	HI MS	ID MO
	MT	NE)	NV	NH	NI	NM	NY	NC	ND	OH)	OK	OR	PA
	RI	SC	SD	TN	TX	UT	VT	VA	WA	WV	WI	WY	PR
Ful	Name (I	ast name 1	first, if indi	vidual)									
				<u> </u>									
Bus	siness or	Residence	Address (N	Number an	d Street, C	ity, State, 2	Zip Code)						
Name of Associated Broker or Dealer													
States in Which Person Listed Has Solicited or Intends to Solicit Purchasers													
	(Check "All States" or check individual States)							States					
	AL	AK	AZ	AR	CA	CO	CT	DE	DC	FL	GA	HI	ID STATE
	IL J	NE	IA NV	KS NH	KY NJ	LA NM	ME NY	MD NC	MA ND	MI OH	MN OK	MS OR	MO PA
	RI	SC	SD	TN	TX	UT	VT	VΛ	WA	WV	WI	WY	PR

# C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

I.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if the answer is "none" or "zero." If the transaction is an exchange offering, check this box named indicate in the columns below the amounts of the securities offered for exchange and		
	already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt	s 0.00	§ 0.00
		s 1,678,812.00	
	Common [7] Preferred	<b>"</b>	
	Convertible Securities (including warrants)	0.00	\$_0.00
	Partnership Interests		\$ 0.00
	Other (Specify EXCHANGE SERIES B) PREFERRED		
	Total		
		3	
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	5	\$_1,846,693.00
	Non-accredited Investors	0	\$ 0.00
	Total (for filings under Rule 504 only)	0	\$_0.00
	Answer also in Appendix, Column 4, if filing under ULOE.		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C — Question 1.		
		Type of	Dollar Amount
	Type of Offering	Security	Sold
	Rule 505		\$ 0.00
	Regulation A		\$_0.00
	Rule 504		\$ <u>0.00</u>
	Total		\$_0.00
4	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the insurer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		] \$
	Printing and Engraving Costs		] \$
	Legal Fees	·····	\$ 33,420.00
	Accounting Fees	_	\$
	Engineering Fees	F	] \$
	Sales Commissions (specify finders' fees separately)	_	] \$
	Other Expenses (identify)	_	- 7
	Total	[7	33,420.00

	C. OFFERING PRICE, NUMB	ER OF INVESTORS, EXPENSES AND USE OF	PROCEEDS	
	b. Enter the difference between the aggregate offering and total expenses furnished in response to Part C — C proceeds to the issuer."	Question 4.a. This difference is the "adjusted gross		\$1,813,273.00
5.	Indicate below the amount of the adjusted gross proceach of the purposes shown. If the amount for any check the box to the left of the estimate. The total of the proceeds to the issuer set forth in response to Part of the state of the increase of the inc	purpose is not known, furnish an estimate and the payments listed must equal the adjusted gross	l	
			Payments to Officers, Directors, & Affiliates	Payments to Others
	Salaries and fees			
	Purchase of real estate		_	
	Purchase, rental or leasing and installation of mach		⊔ <del>*</del> ————	- [_] *
	and equipment			
	Construction or leasing of plant buildings and facil	lities	\$	s
	Acquisition of other businesses (including the valu offering that may be used in exchange for the asset issuer pursuant to a merger)	s or securities of another	□\$	
	Repayment of indebtedness		□ ¢	<u> </u>
	Other (specify): EXCHANGE OF SERIES B PRE	EFERRED FOR SERIES C PREFERRED	 \$	\$ 167,881.00
			\$	<b>s</b>
	Column Totals		\$ <u>0.00</u>	\$ 1,813,273.0
	Total Payments Listed (column totals added)	\$\frac{1,813,273.00}{}		
]		D. FEDERAL SIGNATURE		
iį	e issuer has duly caused this notice to be signed by the c nature constitutes an undertaking by the issuer to furn information furnished by the issuer to any non-accre	ish to the U.S. Securities and Exchange Commi	ssion, upon writte	
SS	uer (Print or Type)	Signature ( )	Dat91	
IN	ISIGNIS, INC.	exchant	Horl	2 , 2007
Va	me of Signer (Print or Type)	Title of Signer (Print or Type)	· · · · · ·	· -
	TER DIETZ	CHIEF EXECUTIVE OFFICER		

END

- ATTENTION -

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)